

**BYLAWS
OF
CLAYTON CENTURY FOUNDATION
(Formerly known as the Clayton Parks Foundation)
Effective August 12, 2008**

**ARTICLE ONE
NAME, PURPOSE, AND OFFICES**

Section 1. Amendment and Restatement. The Corporation was formerly known as Clayton Parks Foundation and by action of its members and Directors (i) its Article of Incorporation were amended and restated, which amendment included changing its name to the Clayton Century Foundation, and (ii) its Bylaws were amended and restated as set forth herein.

Section 2. Name. The Corporation shall be known as the *Clayton Century Foundation*. The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the "Act").

Section 3. Purpose. The purposes shall consist of assisting in the accomplishment of the mission of the City of Clayton, Missouri by enhancing and supporting environmental, cultural, and wellness activities affecting the quality of life of the City of Clayton, Missouri, ("City of Clayton") and the citizens of the City of Clayton including, but not limited to creating significant opportunities for conservation, education, recreation, relaxation and other activities relating to Art, Parks, and History in order to assist in preserving and enhancing land, environment, and natural and cultural heritage. In pursuing these goals, the Corporation may, but shall not be required, to make grants to other organization(s) that (i) are qualified tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and (ii) the purposes of which are consistent with the purposes of the Corporation.

Section 4. Principal Office. The principal office of the Corporation in the State of Missouri shall be located at 10 N. Bemiston, Clayton, Missouri. The Corporation may have such other office(s), either within or without the State of Missouri, as the Corporation's Board may designate or as the business of the Corporation may require from time to time.

Section 5. Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Missouri may, but need not need to be, identical with the principal office in the State of Missouri, and the Corporation's Board may from time to time change the address of the registered office.

ARTICLE TWO BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors (the “Corporation’s Board” or “Board of the Corporation”). Its functions shall include, although not be limited to, (i) a working board for organization, structure, planning, policy, finances, fund raising, program planning and public education, consistent with the purposes of the Corporation and the mission of the City of Clayton, and (ii) to support, coordinate, and approve major actions and annual budgets for the Corporation’s Sections.

Section 2. Directors, Number, Term and Qualifications. The Board of Directors at all times shall consist of at least three but not more than twenty-five members and shall always be an odd number. The number of Directors may be altered from time to time by the vote of a majority of the Board of Directors of the Corporation. The terms shall be overlapping to the extent possible.

The initial directors of the Corporation after the date of this amendment and restatement shall be those thirteen persons named in Exhibit A to the Joint Resolution of the Members and the Board Of Directors of Clayton Parks Foundation that was effective August 12, 2008, who shall serve from the effective date of such resolution to the first regular meeting of the Board, as hereinafter set forth. Thereafter, there shall be the following number of directors with the following terms: (i) three members appointed by the Board of Aldermen of the City of Clayton, one from each Ward, with an initial term of three, two, and one years, and thereafter three years for all positions, (ii) two members of the Board of Aldermen of the City of Clayton designated by the Board of Aldermen, with terms set by the Board of Aldermen, not to exceed one year, (iii) the President and Vice President of each the Corporation’s Sections, as hereinafter set forth, with the term for all position being the same as their term of office as President or Vice President, and (iv) such additional members as shall from time to time be elected by the Board of the Corporation, each with the term set by the Board, not to be less than one year and not more than three years. At each annual meeting, the successors to the directors whose terms are expiring shall begin to serve.

Section 3. Regular and Annual Meetings. The Corporation’s Board shall hold regular meetings without notice thereof on the last Wednesday of January, April, July, and October of each year at the Clayton City Hall, 10 N. Bemiston, Clayton, Missouri at 7:00 P.M, or at such other regularly scheduled times and at such places as the Board shall determine. The annual meeting shall be the January meeting, unless otherwise designated by the Board.

Section 4. Special Meetings. Special meetings of the Corporation's Board may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Corporation's Board may fix any place, within or without the State of Missouri, as the place for holding any special meeting of the Corporation's Board called by them.

Section 5. Annual Audit. The Corporation's Board may annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Corporation's Board.

ARTICLE THREE SECTIONS AND SECTION BOARDS

Section 1. Sections. The Corporation shall have that number of Sections as shall from time to time be approved and designated by a vote of the Corporation's Board, provided, however, that the dissolution of any Section shall require a vote of the majority of the members (hereinafter defined) of that Section, if that Section has members, and a majority vote of the Corporation's Board. Initially there shall be five Sections: (1) Clayton Parks Foundation, (2) Clayton History Society; (3) Friends of the Hanley House; (4) The Clayton Arts Commission; and (5) The Friends of the Clayton Century Foundation. A Section Board, as set forth below, shall govern each Section. Each Section may, but shall not be required to, have members, also as set forth below. Except as specifically set forth below, whether a new Section has members shall initially be determined by the Board of the Corporation upon the establishment of a Section. A Section with members may change to a Section without members by a vote of a majority of the members of that Section. A Section without members may change to a Section with members by a vote of a majority of the Board of that Section. Initially, the Clayton Parks Foundation, the Friends of the Clayton Century Foundation, and the Clayton Arts Commission, shall not have members, and the Clayton History Society and the Friends of the Hanley House shall have members.

Section 2. Relationship Between Sections and Corporation. Each Section Board shall operate to accomplish the purposes of that Section under the supervision of the Board of the Corporation. Each year at a time set by the Board of the Corporation, each Section Board shall submit to the Board of the Corporation a proposed budget, and a proposed fundraising plan that were all approved by that Section, which must thereafter be reviewed and approved by the Corporation's Board as altered by such Board. Except as otherwise herein provided, each Section may thereafter operate without further approval of the Board of the Corporation so long as a Section follows the annual budget, as approved by the Board of the Corporation.

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The Corporation's Board may designate certain funds approved for a Section as discretionary funds that may be expended by that Section for that Section's purposes, in that Section's discretion. A Section shall annually submit to the Board of the Corporation a report on the expenditure of that Section's discretionary funds. All Section funds originating from a predecessor organization of that Section (including the Clayton Parks Foundation) shall be discretionary funds.

No fundraising of any kind shall be undertaken by any Section without the approval of the Board of the Corporation. Contributions to the Corporation that are specifically earmarked for a Section (including any funds from a predecessor organization of any Section) shall be dedicated solely to the purposes of that Section, and any contributions not so earmarked shall be used for the purposes of the Corporation and its Sections as shall from time to time be determined by the Board of the Corporation. Upon the dissolution of any Section of the Corporation, all funds of that Section shall revert to the Board of the Corporation and shall become general funds of the Corporation.

Section 3. General Powers. The Section Board shall manage the business and affairs of each Section. Its functions shall include, although not be limited to, a working board for organization, structure, planning, policy, finances, fund raising, program planning and public education, consistent with the purposes of the Section. However, a Section shall perform all functions through its Board and no Section Board or officer shall bind the corporation without approval of the Corporation's Board, including such approval as set forth in the Section's annual budget and fundraising plan approved by the Corporation's Board.

Section 4. Directors: Number, Term, Qualifications, and Election. The Board of Directors of each Section shall at all times shall consist of at least three (3) but not more than ten (11) persons and shall always be an odd number. The term of any Section Director shall be no more than three years, but an individual may serve multiple terms. The number and terms of a new Section Board of Directors shall be set by the Corporation's Board upon the creation of a new Section. The number of Directors of a Section may be altered from time to time by the vote of a majority of the Board of Directors of that Section, with the approval of the Board of the Corporation. The terms shall be overlapping to the extent possible.

If a new Section Board has members, then the initial Directors and the terms of the initial Directors shall be those appointed by the Board of the Corporation. The initial Directors and Officers of the Clayton History Society and the Friends of the Hanley House shall be as listed on ***Exhibit A*** of these Bylaws. Terms of the initial Directors of each such Section shall be set by that Section's Board at the first meeting. Thereafter, the successors to

the Director(s) whose term(s) are expiring shall be elected by majority vote of the members of each Section. At least thirty (30) days prior to an election, the Section Board shall solicit nominees for new Directors from all Voting Members.

If a new Section Board does not have members, then the initial Directors and the terms of the initial directors of that Section shall be appointed by the Corporation's Board. The initial Directors and Officers of the Clayton Parks Foundation, the Clayton Arts Commission, and the Friends of the Century Foundation shall be as listed on Exhibit A of these Bylaws. Terms of the initial Directors of each such Section shall be set by that Section's Board at the first meeting. Thereafter, the successors to the Director(s) whose term(s) are expiring shall be elected by majority vote of the Board of Directors of each Section.

Section 5. Regular and Annual Meetings. The regular meetings and a Annual Meeting of a Section Board shall be held on such dates as shall be set by such Board, within the City of Clayton, State of Missouri.

Section 6. Special Meetings. Special meetings of the Section Boards may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of a Section Board may fix any place, within the City of Clayton, State of Missouri, as the place for holding any special meeting of the Section Boards called by them.

ARTICLE FOUR BOARD PROCEDURE

Section 1. Notice. Notice of any meeting of the Corporation's Board or a Section Board, other than a regular meeting, shall be given not less than five (5) nor more than forty (40) days before the date of the meeting. Notice may be communicated in person, by telephone, telegraph, e-mail, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Notice by e-mail, if in a comprehensible form, shall be effective on the date sent so long as the sending party has no reason to know the e-mail was not received. Written notice by mail, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received;

- (2) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (4) Thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section 2. Waiver of Notice. A director of the Corporation's Board or a Section Board may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Corporation or the Section. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with this chapter, the articles or bylaws objects to lack of notice and does not vote for or assent to the objected-to action.

Section 3. Quorum; Participation by Telephone. A majority of the Directors in office of the Corporation's Board or a Section Board immediately preceding a meeting shall constitute a quorum for the transaction of business. Members of the Corporation's Board or a Section Board may participate in and act at any meeting of that Board, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

Section 4. Manner of Acting. The act of a majority of the directors present at a meeting of the Corporation's Board or a Section Board at which a quorum of directors of such Board is present shall be the act of that Board, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

Section 5. Resignations. Any director of the Corporation's Board or a Section Board may resign at any time by giving written notice to that Board, and the President or the Secretary of that Board. Any written notice shall be effective upon its receipt by that Board and that President or Secretary, as the case may be, unless otherwise provided therein.

Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal of Directors. Any Director of the Board of the Corporation may be removed without cause by the vote of two-thirds of the Directors then in office. Any Director of a Section Board may be removed without cause by the vote of two-thirds of the Directors of the Corporation's Board or two-thirds of the Directors of that Section Board then in office. Notice of the proposed removal shall be given to all directors of the Corporation and all directors of that Section Board prior to action thereon. A Director of a Section Board may also be removed, at the discretion of that Section Board, if said Director has unexcused absences for more than three consecutive meetings; provided, however, that the Director may be removed only if a majority of the Directors of that Section Board then in office vote for the removal. Any Director of a Section Board with members may also be removed by a vote of two-thirds of the members of each section, voting by section. Any Director of a Section Board with members may also be removed by a vote of two-thirds of the members of that section.

Section 7. Vacancies. In case of the death, removal, incapacity or resignation of one or more of the directors of the Corporation's Board or a Section Board, a majority of the directors of that Board remaining in office, although less than a quorum, may designate the person or persons who shall fill such vacancy or vacancies, to serve the remaining term of such director.

Section 8. Presumption of Assent. A director of the Corporation's Board or a Section who is present at a meeting of that Board at which action on any corporate or Section matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation or the Section, as the case may be, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9. Committees. The Corporation's Board or a Section Board, by resolution approved by a majority of all the Directors of such Board then in office, may designate two or more directors to constitute (a) an executive committee, which committee shall have and exercise all of the authority of such Board in the management of the Corporation or Section, or (b) any other committee which shall have the name, purpose, power and authority delegated to it by such resolution. The Executive Committee (if appointed) will keep a

complete record of its activities and regularly report them to its Board at every meeting thereof. All action taken by the Executive Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby.

A committee of the Corporation's Board or any Section Board may not (i) authorize distributions to any Director, officer, agent or employee except in exchange for value received; (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets or the assets of any Section; (iii) unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or (iv) adopt, amend or repeal the Articles or Bylaws.

Each Committee shall have a chairman and shall conduct business and take action in accordance with any rules set by the Board which created it, or otherwise by the rules regarding the operation of the Board and Sections as set forth in these Bylaws, including but not limited to meetings, notice of, and waiver of notice of meetings, committee actions without meetings, terms of office, removal and vacancies, and quorums. Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

Section 10. Action Without a Meeting. Any action that may be taken at a meeting of the Corporation's Board or a Section Board or of a committee of any Board may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of that Board or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of such Board or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 11. Compensation. All directors of the Corporation's Board or a Section Board shall serve without compensation; provided, however, that the Corporation shall be responsible for paying all reasonable expenses incurred by members of such Board in connection with attending meetings of such Board.

ARTICLE FIVE OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, one Vice-President, a Secretary, and a Treasurer. The officers of a Section shall be a President, one Vice-President, and a Secretary/Treasurer. All said officers shall be Directors presently serving on that Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Corporation's Board or a Section Board. Any two or more offices may be held by the same person, except the offices of President, Vice President, and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation and of each Section shall be elected annually at the Annual Meeting of such Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be arranged. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer of the Corporation or a Section may be removed by a vote of a majority of the entire Board of the Corporation or such Section Board whenever in its judgment the best interests of the Corporation or the Section will be served thereby.

Section 4. Resignations. Any officer the Corporation's Board or a Section Board may resign at any time by giving written notice to such Board, the President or the Secretary of the Corporation or the Section Board, as the case may be. Any written notice shall be effective upon its receipt by the Board, President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office the Corporation's Board or a Section Board because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of that Board for the unexpired portion of the term.

Section 6. President. The President shall preside at all meetings of the Corporaton's Board or the Section Board, as the case may be. The President of the such Board may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the such Board, any deeds, mortgages, bonds, contracts, or other instruments which such Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the such Board or by these Bylaws to some other officer or agent

of the Corporation or a Section, or shall be required by law to be otherwise signed or executed. The President may vote in person or by proxy shares in other Corporations standing in the name of this Corporation. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Corporation's Board or a Section Board from time to time.

Section 7. Vice-President. In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall exercise such powers only so long as the President remains absent or incapacitated, or until the Corporation's Board or Section Board elects a new President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the appropriate Board.

Section 8. The Secretary. The Secretary shall (a) keep the minutes of the proceedings of the meetings of the Corporation's Board or a Section Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director and member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the such Board.

Section 9. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Corporation's Board. If required by the Corporation's Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Corporation's Board shall determine.

ARTICLE SIX DELEGATES -- MEMBERS

Section 1. Delegates -- Members. The Corporation shall not have members within the meaning of Section 355.181 of the Act but a Section may have delegates within the meaning of Section 355.226 of the Act, as otherwise provided herein. Any such delegate or delegates are herein referred to as a member or as members. The rights, obligations, and duties of delegate-members are only as set forth in these By-Laws, as from time to time amended; provided that on any matter regarding delegates on which the By-laws or the Article are silent, then such resolution duly passed by the Board of the Corporation or the applicable Section Board may regulate such rights, obligations, and duties. Except as otherwise set forth in these By-Laws, all decisions with respect to the Corporation and each Section are exclusively reserved respectively to the Corporation or such Section, as the case may be.

Section 2. Classes and Qualification of Members. If a Section has members, then that Section shall have such classes of membership as shall from time to time be established by the vote of the Board of that Section in conformance with these By-Laws . Initially, a Section shall have one class of voting members.

Section 3. Joining a Section. Each member shall complete such form and provide the information requested as the Secretary of the Section shall prescribe and pay to the Section that member's first annual dues (set forth below); provided, that any former member of the Clayton Historical Society may join that Section without the payment of the first annual dues, but shall pay annual dues thereafter. The Secretary shall thereafter enter the membership and the name of the owner thereof on the records of that Section.

Section 4. Nature of Membership. Membership of a Section shall not be transferable and shall be personal to the owner thereof as shown on the records of the Corporation. No person shall be entitled to any refund of any initial membership fee or annual dues by reason of the lapse of that person's membership interest. A membership shall lapse and become void if the annual dues with reference to that membership are unpaid for a period of thirty (30) days from and after the due date for the payment of such dues. A member may withdraw at anytime, which withdrawal shall be effective on the date notice of such withdrawal is received by an officer of the Corporation. A member shall be bound by any decision of the Corporation or the Section in accordance with the provisions of these Bylaws until the date of withdrawal. Any right, obligation, or duty of any member or any class of memberships may be altered or terminated without notice at any time by action of the Board of a Section.

Section 5. Voting. If a Section has voting members, then all voting memberships of a Section shall have a right to one vote on all matters on which the members have a right to vote. A member may vote by a signed written proxy. A proxy may be general or limited to specific issues.

Section 6. Annual Dues. Each member of each class of a Section shall annually pay the annual dues in the amount set by Board of that Section, as approved by (i) the members of that Section at a membership meeting and (ii) the Corporation's Board. The Section Board shall set the time and method of such payment.

Section 7. Regular Meeting. The annual meeting of the members of a Section shall be held in the month of October, in each year, at such time and place set by such Section Board.

Section 8. Special Meetings. Special meetings of the members of a Section may be called by or at the request of the President, any two directors, or ten percent of the members then listed with the Secretary as members of that Section. The person or persons authorized to call special meetings may fix any place, within the City of Clayton, State of Missouri, as the place for holding any special meeting of the members called by them.

Section 9. Notice. Notice of any member meeting of a Section shall be given in such manner and in such time frame as established by the Board of that Section, provided at least ten days notice shall be given.

Section 10. Quorum. At all meetings of members the number of members present (including proxies) as shown by the records of the Corporation shall constitute a quorum for the transaction of business.

Section 11. Manner of Acting. The act of a majority of the members present at a meeting at which a quorum of members is present and which constitutes a majority vote of the quorum at that meeting shall be the act of the members.

ARTICLE SEVEN

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Corporation's Board may authorize any officer or officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined

to specific instances. A Section officer may enter into a contract or execute and deliver an instrument in the name of and on behalf of that Section so long as such action is in furtherance of the accomplishment of that Section's annual budget as approved by the Corporation's Board, without further approval or authorization of the Corporation's Board. The Chief Financial Officer of the City of Clayton shall be an agent of the Corporation of these purposes.

Section 2. Loans and Indebtedness. No loans or indebtedness shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Corporation's Board. Such authority may be general or confined to specific instances. In no event shall any loans be made by this Corporation to its officers or directors or any officer or director of any Section.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President or Treasurer of the Corporation's Board or such officer or officers, agent or agents of the Corporation (including an officer or director of a Section) and in such manner as shall from time to time be determined by resolution of the Corporation's Board. The Chief Financial Officer of the City of Clayton shall be an agent of the Corporation of these purposes.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Corporation's Board may select.

ARTICLE EIGHT FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 to September 30 or as otherwise fixed from time to time by the Corporation's Board by resolution.

ARTICLE NINE INDEMNIFICATION

Section 1. Indemnification. The Corporation shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation or the Act. The Corporation shall indemnify (i) all members of the Corporation's Board and each Section Board, and (ii) other persons permitted to be indemnified under any provision of the Articles Clayton Century Foundation Bylaws

of Incorporation or the Act, as voted by the Corporation's Board. The Corporation shall purchase reasonable directors and officer insurance insuring all Directors of the Corporation's Board, all Section Boards and all Officers of the Corporation and the Sections.

ARTICLE TEN CORPORATE SEAL

Section 1. Seal. The Corporation's Board shall provide a corporate seal in the form of a circle and inscribed with the organization and the words "Corporate Seal." Such seal shall be in the charge of the Secretary.

ARTICLE ELEVEN WAIVER OF NOTICE

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws or of the Articles of Incorporation or of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE RECORDS

Section 1. Retention of Records. The Corporation and each of its Sections shall keep as permanent records current and complete books and records of accounts and shall also keep minutes of the proceedings of its Corporation's Board, all Section Boards, and committees having any of the authority of the Corporation's Board or a Section Board.

Section 2. Records to be kept at Principal Office. The Corporation shall keep a copy at the Corporation's principal office of (i) its articles or restated articles of incorporation and all amendments to them currently in effect; (ii) its bylaws or restated bylaws and all amendments to them currently in effect; (iii) resolutions adopted by the Corporation Board and any Section Board relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; (iv) a list of the names and business or home addresses of the Corporation's and each Section's current directors and officers; (v) its most recent annual report delivered to the secretary of state; and (vi) appropriate financial statements of all income and expenses.

Section 3. Inspection of Records. The Corporation and each of its Sections shall make such records as are required under the Act or any other applicable law available for

inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the corporation. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

ARTICLE THIRTEEN AMENDMENTS

Section 1. Manner of Amendment. These Bylaws may be altered, amended or repealed and new Bylaws adopted by action of the Board of the Corporation and approved by each Section that is affected by such action at the time the action is taken. If a Section has members, such approval shall be by a majority of members of that Section, and if a Section has no members, then by a majority of the members of the Board of that Section. The Bylaws as they pertain to any one Section may be amended by a majority vote of the members of that Section, if that Section has members, or by a majority of the members of the Board of that Section, and approved by a majority vote of the Board of the Corporation. The Corporation or any Section shall provide notice of any meeting of members or directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE FOURTEEN Powers, and Limitations

Section 1. Intent to be Charitable Corporation. The Corporation is organized and will be operated exclusively for charitable, educational, and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation’s purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the “Articles”).

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Missouri Nonprofit Corporation Act, as may from time to time be amended (the “Act”), not outside the scope of the Articles.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; and/or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

ARTICLE FIFTEEN DISSOLUTION OF THE CORPORATION

Section 1. Manner of Dissolution. The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the members of the Corporation's Board then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

Section 2. Distribution Upon Termination. Upon dissolution of the Corporation and the winding up of its affairs, all remaining assets of the Corporation shall be distributed to as directed by the Directors of the Corporation to such organization(s) which shall use such assets exclusively for charitable, scientific, literary, or educational purposes and which shall then be qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and for purposes which shall be consistent with the purposes of the Corporation and the mission of the City of Clayton, and if there are no such organizations, then to any such organization(s) which shall use such assets exclusively for charitable, scientific, literary, or educational purposes and which shall then be qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE SIXTEEN
ADOPTION

Section 1. Effective Date. These Bylaws shall become effective immediately upon their adoption by a vote of a majority of the Board of Directors of the Corporation.

Effective as of the 12th day of August 2008.

Secretary

President

Exhibit A
Bylaws of the Clayton Century Foundation
List of Section Directors and Officers

Clayton History Society

Scot Boulton	President & Director
Jim Sherby	Vice President & Director
Juliane Dharna	Secretary/Treasurer & Director
Cheryl Verde	Director
Liz Minton	Director
Judy R. Goodman	Director
Bob Paster	Director
Daniel L. Human	Director
Kevin Fernlund	Director

Friends of Hanley House

John McCormick	President & Director
Cindy Berger	Vice President & Director
Rosemary Hardy	Secretary/Treasurer & Director

Clayton Parks Foundation

Cynthia R. Rapponotti	President & Director
Daniel L. Human	Vice President & Director
Fred Cotsworth	Secretary/Treasurer & Director
James D. Harper	Director
Harold J. Sanger	Director
Cynthia A. Berger	Director
Richard Yawitz	Director
Sarah S. Cohn	Director
Omri Praiss	Director
Kathryn Love	Director
Kenneth Goldman	Director

Clayton Arts Commission

Beverly Wagner	President & Director
Jill Fisher	Vice President & Director
Linda Langsdorf	Secretary/Treasurer & Director
Iain Fraser	Director

Barbara Decker-Franklin

Director

Jim Liberman

Director

Debbie Zimmerman

Director

Friends of the Clayton Century Foundation

Kenneth Goldman

President & Director

Sarah S. Cohn

Vice President & Director

Gary Krosch

Secretary/Treasurer & Director